

**Record of decision of sole member of Zaha Hadid Limited (the "Company")  
Company No. 03749443**

I, the undersigned, acting on behalf of Zaha Hadid Holdings Limited ("ZHH"), the sole member of the Company and, as duly authorised by the resolution of the board of directors of ZHH dated 6 December 2018, confirm that the sole member of the Company resolved on 6 December 2018 that the Articles of Association of the Company be amended in accordance with the attached draft with immediate effect.

*Brian Clarke* / December 7<sup>th</sup> 2018

\_\_\_\_\_  
Brian Clarke

\_\_\_\_\_  
Date

For and on behalf of Zaha Hadid Holdings  
Limited

THURSDAY



RM \*R7L6PJ2H\* #98  
20/12/2018  
COMPANIES HOUSE

**Amended Article 15:**

Shareholders holding not less than 75% in nominal value of the equity share capital of the Company from time to time may, on written notice to the Company, constitute and delegate powers of the board to a committee of the board of Directors, such committee being empowered at the Company's expense: (i) to conduct investigations and/or commission an investigation into any matters relating to the corporate governance of the Company and/or any allegations of wrongdoing; (ii) to have conduct of any proceedings related to the matters giving rise to any such investigations; (iii) engage legal or other professional advisors as it sees fit; and (iv) take any other actions arising out of or in connection with any investigations (the "Investigations Committee"). Shareholders holding not less than 75% in nominal value of the equity share capital of the Company from time to time may, on written notice to the Company, appoint one of the members of the committee as a chair of the Investigations Committee (the "Special Director").

Subject to the provisions of this Article 15, the Investigations Committee shall be entitled to regulate its proceedings as it sees fit. The Investigations Committee shall not be required to share information or documentation relating to or created in connection with any investigation with the remainder of the board of ZHL, unless the Investigations Committee decides in accordance with this Article 15 that it is appropriate to do so. The Investigations Committee may share information or documentation relating to or created in connection with any investigation with shareholders holding not less than 75% in nominal value of the equity share capital of the Company from time to time if the Investigations Committee decides in accordance with this Article 15 that it is appropriate to do so.

Shareholders holding not less than 75% in nominal value of the equity share capital of the Company from time to time may impose conditions on the Investigations Committee and may revoke or alter any powers or conditions under this Article 15 by written notice to the Company.

The quorum for the transaction of business at any meeting of the Investigations Committee shall be one, provided that the Special Director is present at any meeting of the Investigations Committee.

The Special Director shall be entitled to a casting vote in respect of all business or decisions of the Investigations Committee taken pursuant to this Article 15.

Regulations 70 and 89 of Table A shall be modified accordingly. Regulation 72 of Table A shall not apply to the Company.